

Nalco Holding CO  
Form 4  
September 10, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Flitman David E

(Last) (First) (Middle)

C/O ALLEGHENY ENERGY, INC., 800 CABIN HILL DRIVE

(Street)

GREENSBURG, PA 15601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Nalco Holding CO [NLC]

3. Date of Earliest Transaction (Month/Day/Year)  
09/08/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, President, I & IS

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Restricted Shares	09/08/2008		A		51,858 (1)	A	\$ 0 51,858 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options <u>(2)</u>	\$ 23.14	09/08/2008		A	3,277	12/31/2008 09/08/2018	Common Stock	3,277
Stock Options <u>(2)</u>	\$ 23.14	09/08/2008		A	3,277	12/31/2009 09/08/2018	Common Stock	3,277
Stock Options <u>(2)</u>	\$ 23.14	09/08/2008		A	3,277	12/31/2010 09/08/2018	Common Stock	3,277
Stock Options <u>(2)</u>	\$ 23.14	09/08/2008		A	3,278	12/31/2011 09/08/2018	Common Stock	3,278

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flitman David E C/O ALLEGHENY ENERGY, INC. 800 CABIN HILL DRIVE GREENSBURG, PA 15601			EVP, President, I & IS	

## Signatures

/s/ Filomena Trombino as Attorney in Fact  
Date: 09/10/2008

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan. The shares will vest on September 8, 2010, subject to the terms of the Sign-On Restricted Share Award Agreement.
- (2) Granted pursuant to the Amended and Restated Nalco Holding Company 2004 Stock Incentive Plan, 2008 Stock Option Award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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